



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila



COMPANY REG. NO.: 2023060105574-03

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By Laws of:

Liwanag Renewable Energy Corporation

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Revised Corporation Code of the Philippines (Republic Act No. 11232), which took effect on February 23, 2019 and copies of said Articles of Incorporation and By Laws are hereto attached.

This Certificate grants juridical personality to the corporation but does not authorize it to issue, sell or offer for sale to the public, securities such as but not limited to, shares of stock, investment contracts, debt instruments and virtual currencies without prior Registration Statement approved by the Securities and Exchange Commission; nor to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company, and time shares/club shares/membership certificate issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute a permit to undertake activities for which other government agencies require a license or permit.

This Certificate **DOES NOT AUTHORIZE INVESTMENT SOLICITATION AND INVESTMENT-TAKING WITHOUT A SECONDARY LICENSE FROM THIS COMMISSION.**

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this day of 27 June Two Thousand Twenty Three.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

*This is a computer generated certificate,
signature is not required.*

For SEC use only
D351 (PSIC as reserved)
Stock Corporation
Less Than 5 Incorporators

DOCUMENTARY STAMP TAX PAID

Note: The original copy of this Certificate must be secured within 60 calendar days from the date of registration

Please be advised on the following guidelines as failure to comply with these requirements hereby detailed within shall be a ground for the revocation and/or cancellation of the Certificate of Incorporation.

- That the original Certificate of Incorporation (COI) shall be released only upon presentation and submission of the copy of the Digital COI, copy of the proof of payment on the required fees and **four (4) hard copies** of the originally signed and authenticated or notarized of the Articles of Incorporation and/or By-laws together with all its attachments anytime through a two-way transmittal system via courier/registered mail addressed to the SEC Main Office or to the selected Extension Office within a period of **sixty (60) calendar days** from the date stated in the Digital COI.
- That the officially received registration application documents together with its attachments shall be subjected to post-evaluation to determine compliance with the applicable laws, rules, and regulations, notwithstanding the issuance of the COI;
- Any falsity, misrepresentation or fraud determined during post evaluation contained in the Articles of Incorporation and/or Bylaws shall constitute valid ground for revocation of the registration and/or cancellation of the COI issued including the filing fee. However, minor corrections may be cured by either (1) filing a Petition for Correction, if allowed, or (2) filing an application for amendment of the Articles of Incorporation and/or Bylaws filed within **ninety (90) calendar days** from notice.
- Failure to submit the originally signed and authenticated or notarized registration application together with the Digital COI and proof of payment within the period of **sixty (60) calendar days** from the date indicated in the Digital COI shall result in the automatic revocation of the corporation's registration with this Commission.
- Actions such as request for Certified True Copies, submission of reportorial requirements, application for Amendment of Articles of Incorporation and/or By-laws and such other applications deemed necessary in the operation of its business shall NOT be entertained, granted or acted upon until the originally signed and authenticated or notarized **four (4) hard copies** of the registration application is submitted and officially received by this Commission within a period of **sixty (60) calendar days** from the date indicated in the Digital COI.
- If the end date of the **sixty (60) calendar days** period falls on a weekend or a holiday, it shall be submitted on the next working day.
- That the information downloaded from this system bears a unique QR code of the Commission.
- That the Commission shall not be responsible for any damage that may result from the unauthorized use of the aforementioned QR code.
- As a registered corporation, it shall submit annually to this Commission the reports indicated below.

**REPORTORIAL REQUIREMENTS
(ORDINARY-DOMESTIC CORPORATIONS)**

CORPORATIONS WITH 2-15 INCORPORATORS (STOCK CORPORATIONS)

1.) **1.) Form/Notice pursuant to SEC Memorandum Circular No. 28, series of 2020. Refer to link: <https://www.sec.gov.ph/mc-2020/mc-no-28-s-2020/>**

2.) General Information Sheet

Annual Filing: within thirty (30) days from the actual date of Annual Stockholders' Meeting

3.) Financial Statements (FS)

Fiscal Year end: December 31

- Check schedule of filing through SEC website: www.sec.gov.ph

Fiscal Year end: Other than December 31

- Within one hundred twenty (120) days from date of fiscal year indicated in the FS

Note: Annual Financial Statements audited by an independent Certified Public Accountant: **Provided, that if the total assets or total liabilities of the corporation are less than Six Hundred Thousand Pesos (P600,000.00)**, the financial statements shall be certified under oath by the Corporation's President and Treasurer

4.) Stock and Transfer Book

Must be stamped within thirty (30) days from date of issuance of Certificate of Incorporation



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Gentlemen:

Please be informed that upon the approval of the application in the Electronic Simplified Processing of Application for Registration of Company (ESPARC) this Commission does not automatically generate the **BIR Corporate Tax Identification Number (Corporate TIN)** and the **PAG-IBIG, PHILHEALTH** and **SSS Employer Registration Number (ERN)**.

However, you may login to the **Philippine Business Hub (PBH)** link shown on the notification sent to the email you provided in the ESPARC.